

Commonwealth of Virginia



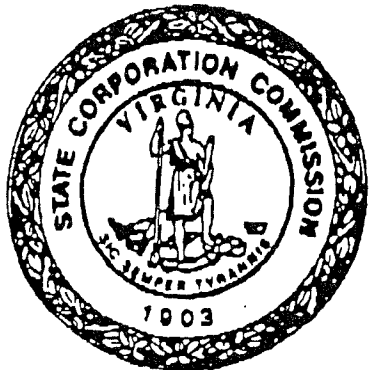
STATE CORPORATION COMMISSION

Richmond, February 13, 1989

This is to Certify that the certificate of incorporation

HIGH MEADOWS MASTER OWNERS' ASSOCIATION,
INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact
business subject to all the laws of the State applicable to
corporation and its business.*



State Corporation Commission

Gregory M. Smith
Clerk of the Commission

ARTICLES OF INCORPORATION

OF

HIGH MEADOWS MASTER OWNERS' ASSOCIATION, INC.

I hereby form a nonstock corporation with members under the provisions of the Virginia Nonstock Corporation Act (Section 13.1-801, et seq., Code of Virginia), and to that end set forth the following:

ARTICLE I

NAME:

The name of the Corporation is High Meadows Master Owners' Association, Inc.

ARTICLE II

PURPOSE AND POWERS.

Section 1. Purposes. The Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the planned unit development on and within that certain tract of real property known as High Meadows, as described in that certain Declaration of Rights, Covenants, Restrictions, Conditions and Obligations for High Meadows now or hereafter put of record in the Clerk's Office of the Circuit Court for the City of Radford, Virginia (hereinafter "the Declaration"), as the same may be amended from time to time.

It shall be the further purpose of the Corporation to promote the health, safety, and welfare of the residents and other property owners within such development and any additions

thereto as may hereafter be brought within the jurisdiction of the Corporation.

Section 2. Powers. The Corporation shall have and exercise all powers, rights or privileges now or hereafter conferred upon nonstock corporations under the laws of the Commonwealth of Virginia.

ARTICLE III

REGISTERED OFFICE AND AGENT.

The post office address of the initial registered office of the Corporation is 800 Colonial Plaza, P. O. Box 1018, Roanoke, Virginia 24005. The initial registered office is located in the City of Roanoke, Virginia. The name of the initial registered agent at such address is Bruce C. Stockburger, who is a resident of the City of Roanoke, Virginia, and a member of the Virginia State Bar.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS.

Section 1. Membership. Every person or entity who is a record owner, whether alone or jointly with others, of the fee simple title to any lot, parcel, or other property rights designated as a "Unit" in the Declaration shall be a member of the Corporation.

Section 2. Classes and Voting. The Corporation shall have the following two classes of voting membership:

(a) Class A. The Class A members shall consist of all Unit owners, excluding the Developer during the time that it may exercise voting rights as a Class B member under Paragraph (b) of

this Section 2. When more than one person owns an interest in any Unit, each such co-owner shall be a Class A member. Each Class A member shall be entitled to cast one vote for each Unit owned by such member. The vote for such co-owned Unit shall be exercised as the co-owners among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

(b) Class B. During the "Developer Control Period" (as hereinafter defined), the Corporation shall have a Class B member, which shall be the Developer (including the successors and assigns of the Developer who are included within the definition of "the Developer" in the Declaration). The Class B member shall be entitled to cast a total number of votes equal to the total number of votes to which all then existing Class A members would be entitled to cast plus two, so that the Developer during the Developer Control Period will have a number of votes equal to a majority of the total votes of all members of the Corporation. The Class B membership shall cease and terminate automatically upon the expiration of the Developer Control Period, or at any time prior to the expiration of the Developer Control Period if the Developer (in its sole discretion and without limitation) delivers to the Corporation a written waiver and relinquishment of its Class B membership.

Section 3. Voting Group. Except where the Class A and Class B members are expressly required to take action as separate voting groups by the Declaration, the Bylaws of the Corporation or applicable law, the Class A and Class B members shall together constitute and take action as one voting group within the meaning

of the Virginia Nonstock Corporation Act as the same may be amended from time to time.

Section 4. Voting Rights. The members shall be entitled to elect directors of the Corporation, and shall have and exercise such other and further voting rights, if any, as may be granted in the Declaration, as the same may be amended from time to time.

Section 5. Developer Control Period. The term "Developer Control Period" as used herein shall mean and refer to the period of time beginning upon the date of the Declaration and ending upon the day after (a) the Developer has transferred legal and equitable ownership of at least seventy-five percent (75%) of all of the Units, which are then planned within each subdivision or other phase of the development described in the Declaration and known as High Meadows to purchasers other than purchasers who are included within the definition of "Developer" under the Declaration, and (b) all portions of the property so described in the Declaration as constituting the development known as High Meadows which are capable of development under a certain agreement dated September 19, 1988 between Rich Hill Development Corporation and the City of Radford, Virginia, put of record in the Office of the Clerk of the Circuit Court for the City of Radford, Virginia in Deed Book 136, Page 53, and all amendments from time to time thereto, have been so developed.

ARTICLE V

DIRECTORS.

The number of directors constituting the initial Board of Directors is three.

The number of directors constituting the board of directors of the Corporation, not less than three and not more than seven shall be fixed by the Bylaws and, in the absence of a Bylaw fixing the number, shall be three. The directors shall be divided into three Classes (A, B, C) as nearly equal in number as practicable. At the first annual meeting of the members, the members shall elect Class A directors for a term of one year, Class B directors for a term of two years, and Class C directors for a term of three years; thereafter, directors shall be elected for three-year terms within their respective classes.

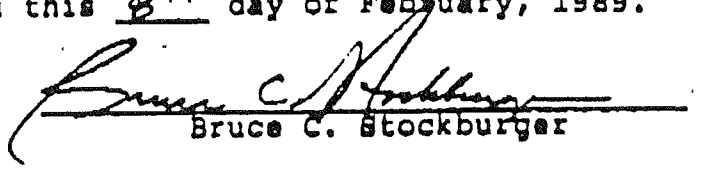
ARTICLE VI

INDEMNIFICATION.

Any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or executive officer of the Corporation, or is or was so serving with respect another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, shall be indemnified by the Corporation against liability, costs, and expenses (including, but not limited to, reasonable attorneys' fees) to the full extent permitted by applicable law.

The Corporation may, but shall not be required to, indemnify any and all other officers, employees or agents of the Corporation to the same extent as directors and executive officers.

IN WITNESS WHEREOF, the incorporator has executed these
Articles of Incorporation on this 8th day of February, 1989.



Bruce C. Stockburger